



PIPES & PROFILES , WIRE & CABLES



Ref. No.: NSE/SIL/2019-20/13

23.08.2019

Department of Corporate Services
National Stock Exchange of India
Exchange Plaza, Plot No. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400 051

Company Symbol: SANCO

Sub: Intimation of Notice of 29th Annual General Meeting and Book Closure Period


Dear Sir,

In pursuance of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 29th Annual General Meeting of the Company will be held on 18th September, 2019 at 11:30 A.M. at Shikshak Sadan, Surajmal Vihar, Delhi - 110092. Notice of the Annual General Meeting is attached herewith.

Further, the Register of Members and Share Transfer Books of the Company remained closed from Thursday, 12th September, 2019 to Wednesday, 18th September, 2019 (both days inclusive).

We request you to please take the above on record. Thanking you

For Sanco Industries Limited


Sanjay Gupta
Managing Director

DIN - 00726005

R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092



Sanco Industries Limited

Corp. office :- D-161 Suraj Mal Vihar,
(Near Karkardooma Court) New Delhi-110092 (INDIA)

Phone :- 011-47315500 (100 lines),

Fax. :- 91-11-47315555

e-mail - sancos86@sancopipes.com

web site - www.sancopipes.com

Regd. office :- 9/51, Bazar Gali, Vishwas Nagar,
New Delhi-110032 (INDIA)

Works :- Village Satiwala, Tehsil
Paonta Sahib-173025 (H.P.) India
Ph. 09318970197

CIN-L74899DL1989PLC035549

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **Sanco Industries Limited** will be held on Wednesday 18th Sepetmebr, 2019 at Shikshak Sadan, Surajmal Vihar, Delhi - 110092 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sidhant Gupta (DIN 02676750), who retires by rotation and, being eligible, offers himself for re-appointment.

SPEICAL BUSINESS:

3. APPOINTMENT OF M/S RASOOL SINGHAL & CO, CHARTERED ACCOUNTANTS IN PLACE OF EXISTING AUDITOR M/S VJM & ASSOCIATES, CHARTERED ACCOUNTANTS

“RESOLVED THAT pursuant to the provisions of Section 139(8) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby given for the appointment of auditor M/s Rasool Singhal & Co, Chartered Accountants (New Auditor), Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s V.J.M & Associates Chartered Accountants (old Auditor) , to hold office from the conclusion of the upcoming Annual General Meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to Section 61 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 along with the rules provided in Chapter IV & pursuant to Articles of Association of the Company, the consent of the members be and is hereby given to increase the existing Authorized Share Capital from Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lac) equity shares of Rs. 10 /-(Rupees Ten only) each to Rs 21,00,00,000/- (Rupees Twenty One Crore) divided into 2,10,00,000 (Two Crore Ten Lacs) equity shares of Rs. 10 /-(Rupees Ten only) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

5. **ALTERATION OF CAPITAL CLAUSE**

"RESOLVED THAT pursuant to Section 61 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 along with the rules provided in Chapter IV & pursuant to Articles of Association of the Company, the consent of the members be and is hereby given to alter Clause V of the Memorandum of Association of the company and to be read as follows:

Clause V

The Authorized Share Capital of the Company is 21,00,00,000/- (Rupees Twenty One Crore Only) divided into 2,10,00,000 (Two Crore Ten Lac) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT that Directors of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

6. **SALE OF INVESTMENT IN WHOLLY OWNED SUBSIDIARY SANJIYA PLOMET LIMITED**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required, the consent of the members of the Company be and is hereby accorded for the divestment by way of sale, transfer, disposal, either in whole or part of its 100% investments/shareholding in Company's wholly owned overseas subsidiary i.e. Sanjita Polymet Limited ("SPL") to Ms.Rita Gupta, on mutually agreeable terms and conditions as may be agreed by the Boards of Directors, in their absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, including without limitation negotiation and execution of any document that may be required to give effect to the above authorisation, as the Board in its absolute discretion deem fit."

7. **FUND RAISING BY ISSUE OF WARRANTS ON PREFERENTIAL BASIS**

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and

Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018(ICDR Regulations), as amended (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015(SEBI LODR Regulations), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the, appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the members of the Company be and hereby accord their consent to create, offer, issue and allot 1,00,00,000 (One Crore) Warrants(“Warrants”)of Rs.17.20/- (Seventeen Rupees and Twenty Paise) each including premium of Rs. 7.20/- (Rs. Seven Rupees and Twenty Paise) as on Relevant Date(19.08.2019) in accordance with the SEBI (ICDR) Regulations, 2018 per share each aggregating to Rs. 17,20,00,000 (Rupees Seventeen Crore and Twenty Lacs Only) on preferential basis under private placement in one or more tranches and on such further terms and conditions as may be approved or finalized by the Board to the proposed allottees as mentioned in the explanatory statement convertible at an option of warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equal number of Equity Shares of face value of Rs.10/- each of the Company on a preferential basis to persons as mentioned in the Explanatory Statement, for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of C ICDR Regulations

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s).
2. In accordance with the provisions of Regulation 164 of Chapter V of (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be 19.08.2019, being the date 30 days prior to this Annual General Meeting.
3. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of eighteen months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.10/- each to the Warrant holders. The Equity Shares to be allotted on exercise of the warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The issue of the warrants as well as Equity Shares arising from the conversion of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

4. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the ICDR Regulations.
5. In the event, the Warrant holders do not exercise the Warrants within a period of eighteen months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
6. Warrants by itself until converted into Equity Shares, does not give any voting rights in the Company to the warrant holder(s).
7. That the Warrants offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares is pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.
8. The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
9. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
10. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time.
11. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and utilisation of proceeds of the Warrants, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization, including inviting advance subscription/ exercise money towards issue of Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution.

8. **REMUNERATION OF COST AUDITOR**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendation of Audit Committee and as approved by the Board, the members hereby ratify to pay remuneration of Rs. 45,000/- plus GST exclusive of reimbursement of travelling and other incidental expenses, to M/s Rahul Jain & Associates, appointed as the Cost Auditor to conduct the audit of cost records of the Company for FY ending 31.03.2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By Order of the Board of Directors
For Sanco Industries Limited**

**Sd/-
Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092**

**Date: 19.08.2019
Place: New Delhi**

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto.
2. **MEMBERS ENTITLED TO ATTEND AND VOTE ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.
A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
A Proxy Form is attached at the end of this Annual Report.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Members and Share Transfer Books of the Company remained closed from Thursday, 12th September, 2019 to Wednesday, 18th September, 2019 (both days inclusive).
7. M/s Beetal Financial Computer Services Pvt. Ltd., 99, Beetal House, Madangir, New Delhi - 110062, is Registrar and Share Transfer Agent of the Company for electronic mode and transfer of shares held in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sancopipes.com (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case

the shares are held by them in electronic form and to M/s Beetal Financial Computer Services Pvt. Ltd.(Beetal) in case the shares are held by them in physical form.

9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Beetal in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s Beetal in case the shares are held by them in physical form.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal for assistance in this regard.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip for attending the Meeting.
14. Members desiring information / clarification on the accounts are requested to write to the Company at its Registered Office at least seven days before the date of the Annual general Meeting so that the same may be responded well in advance.
15. Members are requested to intimate their email address in order to reduce the consumption of paper for copies of Balance Sheet and Auditors Report, to the members of the company. As required under Companies Act, 2013, Balance Sheet and Auditors report have now been allowed to be served through electronic mode as per the new initiatives of Ministry of corporate affairs for corporate governance.
16. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all the working days except Saturdays and holidays, up to the date of Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- B. The Board of Directors has appointed Ms. Shazan Ali (Membership No. FCS 8748) and failing her Mr. Astik Tripathi (Membership No. FCS 8670) of SAS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner
- C. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- E. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- F. The voting period begins on 15/09/2019 at 9:00 AM and ends on 17/09/2019 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <15/09/2018> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- G. The details of the process and manner for remote e-voting are explained herein below:
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on Shareholders.
 3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
18. **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For Sanco Industries Limited**

**Sd/-
Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092**

**Date: 19.08.2019
Place: New Delhi**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3****TO CONSIDER THE APPOINTMENT OF M/S RASOOL SINGHAL & CO, CHARTERED ACCOUNTANTS IN PLACE OF EXISTING AUDITOR M/S VJM & ASSOCIATES, CHARTERED ACCOUNTANTS**

Existing auditor M/S VJM & Associates, Chartered Accountants has resigned as the Statutory Auditor of the Company. Accordingly, new Statutory Auditor is to be appointed in his place. M/s Rasool Singhal & Co, Chartered Accountants being eligible is proposed to be appointed as the new Statutory Auditor. Such change in auditor requires shareholders' approval.

Hence, Directors commend the resolution for approval as a Special Resolution.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO. 4 AND 5 - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE

Presently, the Authorised Share Capital of the Company stands at Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lac) equity shares of Rs. 10 /- (Rupees Ten only). In order to meet its business objectives and to augment the funding requirements, it is proposed to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lac) equity shares of Rs. 10 /-(Rupees Ten only) to Rs 21,00,00,000/- (Rupees Twenty One Crore) divided into 2,10,00,000 (Two Crore Ten Lacs) equity shares of Rs. 10 /-(Rupees Ten only) each ranking pari passu with the existing Equity Shares of the Company.

Such increase in authorized capital of the Company requires approval from the members of the Company.

Hence, Directors recommend the passing of the resolutions at Item No. 4 and 5, as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions

ITEM NO.6**SALE OF INVESTMENT IN WHOLLY OWNED SUBSIDIARY SANJIYA PLOYMET LIMITED**

The Company is undergoing a financial crunch and to fulfill its requirement of funds, the Company is intending to sale its investment in its wholly owned subsidiary i.e. Sanjita Polymet Limited.

Hence, Directors commend the resolution for approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives(except Ms. Rita Gupta) are, in any way, concerned or interested, financially or otherwise, in the said resolutions

ITEM NO. 7**ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS**

The Company proposes to make a preferential allotment of 1,00,00,000 convertible warrants on private placement basis to allottees as per Point No.13.

In respect of the same the following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 read with Section 62 of the Companies Act, 2013 and and Regulation 163(1) of ICDR Regulations:

1. Date of passing the Board Resolution
19th August, 2019
2. The objects of the issue
To fulfill the requirement of working capital of the Company.
3. The total number of shares or other securities to be issued
1,00,00,000 Warrants convertible into equal number of equity shares
4. The price or price band at/within which the allotment is proposed
At a price of Rs. 17.20 each (comprising of face value of Rs. 10 each and a premium of Rs. 7.20 each). The price of Rs. 17.20 is not lower than the price determined in accordance with the Chapter V of the ICDR Regulations.
5. Basis on which the price (including premium, if any) has been arrived at along with report of the registered valuer
The price has been calculated as per Regulation 164 of ICDR Regulations by M/s Gretex Corporate Services Private Limited Office No 13, 1st floor, (New Bansilal Building), 9-15, Homi Modi Street, Fort, Near BSE, Mumbai-400001.
6. Relevant date with reference to which the price has been arrived at
19th August, 2019
7. The class or classes of persons to whom the allotment is proposed to be made
Non-Promoters
8. Intention of promoters, directors or key managerial personnel to subscribe to the offer

Not Applicable as promoters, directors or key managerial personnel are not subscribing to this issue.

9. The proposed time within which the allotment shall be completed
As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price
NIL
11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer
Not Applicable
12. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer
Not Applicable as promoters, directors or key managerial personnel are not subscribing to this issue.
13. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them.

S. No	Name/Identity of Proposed allottees	Category of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners	Pre Issue share holding	No of Warrants to be allotted	Post Issue shareholding on exercise of Warrants*
1	Bhakti Hemal Mehta	Non Promoter	N.A	-	250000	250000 (1.23%)
2	Kamal Parekh HUF	Non Promoter	N.A	-	250000	250000 (1.23%)
3	Navinchandra Ramji Chauhan	Non Promoter	N.A	-	250000	250000 (1.23%)
4	Bharti Navin Chauhan	Non Promoter	N.A	-	250000	250000 (1.23%)
5	Abhishek Vipul Chauhan	Non Promoter	N.A	-	250000	250000 (1.23%)
6	Jigna Manish Chauhan	Non Promoter	N.A	-	250000	250000 (1.23%)
7	Bakul Jayantilal Parmar	Non Promoter	N.A	-	225000	225000 (1.11%)

8	Jayantilal Dharamshi Parmar	Non Promoter	N.A	-	225000	225000 (1.11%)
9	Niddhi Nitesh Parrmar	Non Promoter	N.A	-	225000	225000 (1.11%)
10	Nitesh Jayantilal Parmar	Non Promoter	N.A	-	225000	225000 (1.11%)
11	Rina Bakul Parmar	Non Promoter	N.A	-	225000	225000 (1.11%)
12	Sarita Kuvar Ram Singh	Non Promoter	N.A	-	200000	200000 (0.99%)
13	Jaival Kaushal Shah	Non Promoter	N.A	-	200000	200000 (0.99%)
14	Vrunda Kaushal Shah	Non Promoter	N.A	-	200000	200000 (0.99%)
15	Kajal P Jain	Non Promoter	N.A	-	200000	200000 (0.99%)
16	Pravinkumar Dilip Jain	Non Promoter	N.A	-	200000	200000 (0.99%)
17	Avinashchandra Yadav	Non Promoter	N.A	-	150000	150000 (0.74%)
18	Vrujlal Kanjibhai Vaishnani	Non Promoter	N.A	-	150000	150000 (0.74%)
19	Chandrakant Kanjibhai Vaishnani	Non Promoter	N.A	-	150000	150000 (0.74%)
20	Neela Vrujlal Vaishnani	Non Promoter	N.A	-	150000	150000 (0.74%)
21	Toral Dhiren Shah	Non Promoter	N.A	-	150000	150000 (0.74%)
22	Chandrika Amrutlal Shah	Non Promoter	N.A	-	150000	150000 (0.74%)
23	Rachita Dhiren Shah	Non Promoter	N.A	-	150000	150000 (0.74%)
24	Dhiren Amriitlal Shah	Non Promoter	N.A	-	150000	150000 (0.74%)
25	Sandipkumar R Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
26	Babaji Dhaku Sawant	Non Promoter	N.A	-	150000	150000 (0.74%)
27	Mayank Kanayalal Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
28	Kartik Parshottam Badiani	Non Promoter	N.A	-	150000	150000 (0.74%)
29	Bhavesh Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
30	Dhiraj Babaji Sawant	Non Promoter	N.A	-	150000	150000 (0.74%)
31	Digesh Rasik Lal Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
32	Dipika S Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)

33	Nirmalaben Rasiklal Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
34	Parshwa Sandipkumar Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
35	Parshvi Sandipkumar Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
36	Rasiklal Chhhotalal Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
37	Sonalben Digesh Doshi	Non Promoter	N.A	-	150000	150000 (0.74%)
38	Harshad Babaji Swant	Non Promoter	N.A	-	150000	150000 (0.74%)
39	Keval Pravinkumar Gandhi	Non Promoter	N.A	-	150000	150000 (0.74%)
40	Zinal Naresh Shah	Non Promoter	N.A	-	150000	150000 (0.74%)
41	Smita Nilesh Dhakan	Non Promoter	N.A	-	150000	150000 (0.74%)
42	Nilesh Himatlal Dhakan	Non Promoter	N.A	-	150000	150000 (0.74%)
43	Neelam Yadav	Non Promoter	N.A	-	125000	125000 (0.62%)
44	Rakesh Kumar Mishra	Non Promoter	N.A	-	125000	125000 (0.62%)
45	Ravindra Nath Mishra	Non Promoter	N.A	-	125000	125000 (0.62%)
46	Akhileshchandra Yadav	Non Promoter	N.A	-	125000	125000 (0.62%)
47	Kiran Mukesh Jha	Non Promoter	N.A	-	125000	125000 (0.62%)
48	Mukesh Udaykant Jha	Non Promoter	N.A	-	125000	125000 (0.62%)
49	Manishkumar Ramanlal Shah	Non Promoter	N.A	-	100000	100000 (0.49%)
50	Monaben Manishkumar Shah	Non Promoter	N.A	-	100000	100000 (0.49%)
51	Malvikaben Hetalkumar Shah	Non Promoter	N.A	-	100000	100000 (0.49%)
52	Sweta Agrawal	Non Promoter	N.A	-	100000	100000 (0.49%)
53	Kavya Mayank Doshi	Non Promoter	N.A	-	100000	100000 (0.49%)
54	Muktagauri Kanaiyalal Doshi	Non Promoter	N.A	-	100000	100000 (0.49%)
55	Neepa Bhavesh Doshi	Non Promoter	N.A	-	100000	100000 (0.49%)
56	Neepa Mayank Doshi	Non Promoter	N.A	-	100000	100000 (0.49%)
57	Mitali Mehul Patel	Non Promoter	N.A	-	100000	100000 (0.49%)

58	Smruti Rahul Damania	Non Promoter	N.A	-	100000	100000 (0.49%)
59	Satyam Singh	Non Promoter	N.A	-	75000	75000 (0.37%)
60	Kriti Sahgal	Non Promoter	N.A	-	75000	75000 (0.37%)
61	Sagar Jayesh Damania	Non Promoter	N.A	-	75000	75000 (0.37%)
62	Dhaval B Sanghavi	Non Promoter	N.A	-	50000	50000 (0.25%)
63	Bhupendra Harkishndas Sanghavi	Non Promoter	N.A	-	50000	50000 (0.25%)
64	Darshana Bhupendra Sanghavi	Non Promoter	N.A	-	50000	50000 (0.25%)
65	Vinaykumar Farele	Non Promoter	N.A	-	50000	50000 (0.25%)
66	Artee Bhardwaj	Non Promoter	N.A	-	50000	50000 (0.25%)
67	Kapil Agrawal	Non Promoter	N.A	-	50000	50000 (0.25%)
68	Anoop Hiralal Golani	Non Promoter	N.A	-	50000	50000 (0.25%)
69	Kashish Anoop Golani	Non Promoter	N.A	-	50000	50000 (0.25%)
70	Jasumati Sashikant Joshi	Non Promoter	N.A	-	50000	50000 (0.25%)
71	Ajit Bhagwan Das Dawda	Non Promoter	N.A	-	50000	50000 (0.25%)
	TOTAL		10000000		10000000	10000000 (49.29%)

***Assuming full conversion of warrants.**

14. The change in control, if any, in the company that would occur consequent to the preferential offer

As a result of the proposed preferential issue of Warrants and Equity Share, and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

15. Auditor's Certificate

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Annual General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company.

16. Lock in period

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations.

17. Amount which the company intends to raise by way of such securities

Rs. 17,20,00,000

18. Undertaking

As required under the ICDR Regulations the Company hereby undertakes that,

(a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.

(b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed as per SEBI Regulations

19. Shareholding pattern of the issuer before and after the preferential issue:

S. No	Category	Pre Issue Shareholding		Post Issue Shareholding*	
		No. of Equity Shares	Percentage of Shareholdings	No. of Equity Shares	Percentage of Shareholdings
A.	Shareholding of Promoter & Promoter Group				
1	Indian				

a	Individual/HUF	4674725	45.46	4674725	23.05
b	Bodies Corporate	32040	0.31	32040	0.16
	Sub-Total (A1)	4706765	45.77	4706765	23.21
2	Foreign				
a	Individuals (Non-Resident Individuals)	-	-	-	-
b	Foreign Portfolio Investors	-	-	-	-
c	Sub-Total (A2)	-	-	-	-
	Shareholding of Promoters Promoter Group (A)=(A1+A2)	4706765	45.77	4706765	23.21
B	Public Shareholding				
1	Institutions:	-	-	-	-
i	Mutual Funds	-	-	-	-
ii	Foreign Portfolio Investors	-	-	-	-
iii	Financial Institutions/Banks	-	-	-	-
iv	Insurance	-	-	-	-
v	Companies	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2	Non-Institutions				
a	Individuals	3484403	33.88	13234403	65.25
	NBFCs registered with RBI	-	-	-	-
b	Any Other:				
i	Corporate Body	1288677	12.53	1288677	6.35
ii	Foreign Venture Capital Fund	-	-	-	-
iii	Foreign Nationals	-	-	-	-
iv	NRI	29087	0.28	29087	0.14
v	Trust	-	-	-	-
vi	Clearing Member	16034	0.16	16034	0.08
vii	Individuals HUF	759034	7.38	1009034	4.97
	Sub-Total (B2)	5577235	54.23	15577235	76.79
	Total Public Shareholding (B)=(B1+B2)				
C	Shares Held by custodians and Against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	10284000	100	20284000	100

** The above post-issue shareholding is prepared assuming the conversion of fully convertible warrants issued*

The members' consent is sought to authorize the Board to make preferential allotment of warrants on private placement basis to the persons in the manner set out in the resolution.

Your Directors commend the resolution for approval as a Special Resolution.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

IETM NO. 7 - REMUNERATION OF COST AUDITOR

The Board had approved the appointment and remuneration of M/s. Rahul Jain & Associates, Cost Accountants as the Cost Auditors on 28th May, 2019 on the recommendation of the Audit Committee to conduct the audit of the Cost records for the Financial Year 2019-20. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2019-20 by way of an Special Resolution is being sought from the Members as set out at Item No.5 of the Notice.

Your Directors commend the resolution for approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

**By Order of the Board of Directors
For Sanco Industries Limited**

**Sd/-
Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C,
Surajmal Vihar, Delhi - 110092**

Date: 19.08.2019

Place: New Delhi